

**United States Bankruptcy Court  
Eastern District of Virginia**
**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Circuit City Stores, Inc.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): N/A	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>54-0493875</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <b>9950 Mayland Drive Richmond, Virginia</b> <div style="border: 1px solid black; width: 100px; float: right; text-align: center;">ZIP CODE 23233</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="border: 1px solid black; width: 100px; float: right; text-align: center;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: <b>Henrico County</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="border: 1px solid black; width: 100px; float: right; text-align: center;">ZIP CODE</div>	Mailing Address of Joint Debtor (if different from street address): <div style="border: 1px solid black; width: 100px; float: right; text-align: center;">ZIP CODE</div>

Location of Principal Assets of Business Debtor (if different from street address above):

ZIP CODE

<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</b>  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for <input type="checkbox"/> Chapter 9      Recognition of a Foreign <input checked="" type="checkbox"/> Chapter 11      Main Proceeding <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for <input type="checkbox"/> Chapter 13      Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer, debts defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house-hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts
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**Filing Fee (Check one box.)**

- ☒ Full Filing Fee attached.
- ☐ Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.
- ☐ Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.

**Chapter 11 Debtors****Check one box:**

- ☐ Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
- ☒ Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).

**Check if:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$ 2,190,000.

**Check all applicable boxes:**

- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

**Statistical/Administrative Information**

- ☒ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

**Estimated Number of Creditors<sup>1</sup>**

<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input checked="" type="checkbox"/> Over 100,000
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**Estimated Assets**

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$10,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input checked="" type="checkbox"/> More than \$1 billion
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**Estimated Liabilities**

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$10,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input checked="" type="checkbox"/> More than \$1 billion
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**THIS SPACE IS FOR  
COURT USE ONLY**

<sup>1</sup> The estimated creditors, assets, and liabilities indicated herein are on a consolidated basis for the Debtor and its debtor and non-debtor affiliates. The Debtor will file schedules and a statement of financial affairs pursuant to Fed. R. Bankr. P. 1007 (c) at a date to be determined by this Court.

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Circuit City Stores, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
Name of Debtor: <b>See Attached</b>	Case Number:	Date Filed:	
District: <b>Eastern District of Virginia</b>	Relationship:	Judge:	
<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No. <sup>2</sup>			
<b>Exhibit D</b> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: right; margin-right: 100px;">         _____          (Name of landlord that obtained judgment)       </div> <div style="text-align: right; margin-right: 100px;">         _____          (Address of landlord)       </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

<sup>2</sup> The Debtor is not aware of what is meant by the phrase "imminent and identifiable harm" as used in the form. The Debtor does not believe it owns or possesses property that poses or is alleged to pose a threat of such harm. The Debtor may own property that may be subject to investigation or remediation under environmental laws.



## ANNEX A

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of these petitions, these entities filed an application requesting that the Court administratively consolidate for procedural purposes only and jointly administer their chapter 11 cases.

1. Circuit City Stores, Inc.
2. Circuit City Stores West Coast, Inc.
3. Ventoux International, Inc.
4. Circuit City Purchasing Company, LLC
5. CC Aviation, LLC
6. CC Distribution Company Of Virginia, Inc.
7. Circuit City Properties, LLC
8. Kinzer Technology, LLC
9. Abbott Advertising, Inc.
10. Patapsco Designs, Inc.
11. Sky Venture Corporation
12. PRAHS, Inc.
13. XS Stuff, LLC
14. Mayland MN, LLC
15. Courchevel, LLC
16. Orbyx Electronics, LLC
17. Circuit City Stores PR, LLC
18. InterTAN, Inc.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

	X	
	:	
In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC., <u>et al.</u> ,	:	Case No. 08-____ ( )
	:	
Debtors.	:	Jointly Administered
	X	

**EXHIBIT A TO VOLUNTARY PETITION**

1. Circuit City Stores, Inc. (the "Debtor") has certain securities registered under section 12 of the Securities and Exchange Act of 1934. The Debtor's SEC file number is 000-26172.

2. The following unaudited financial data (a) is the latest publicly available information from Circuit City Stores, Inc., (b) refers to assets and liabilities as of August 31, 2008 on a consolidated basis, and (c) does not include off balance sheet obligations, such as operating leases. The Debtor does not certify as to the accuracy of this information.

a.	Total assets <sup>1</sup>	\$3,400,080,000	
b.	Total debts	\$2,323,328,000	
c.	Debt securities held by more than 500 holders	0	
			<div style="display: flex; justify-content: space-around;"> <div style="text-align: center;"> Number of Shares </div> <div style="text-align: center;"> Approximate Number of Holders </div> </div>
d.	Number of shares of preferred stock <sup>2</sup>	0	0
e.	Number of shares of common stock	168,206,960	4,463

3. Brief description of debtor's business:

The Debtor and its affiliates are a leading specialty retailer of consumer electronics, home office products, entertainment software and related services.

<sup>1</sup> The information set forth in (a) through (c) represents the last publicly filed financial information of the Debtors as reported in Circuit City Stores, Inc.'s Form 10-Q (Quarterly Report) filed September 30, 2008 for the Period Ending August 31, 2008.

<sup>2</sup> The information set forth in (d) and (e) represents stock outstanding as of September 30, 2008.

4. The following is a list of names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor.<sup>3</sup>

Name and Address	Shares Beneficially Owned	Percentage
HBK Master Fund L.P. HBK Investments L.P. HBK Services LLC HBK Partners II L.P. HBK Management LLC 300 Crescent Court Suite 700 Dallas, TX 75201	15,420,600	9.1%
First Pacific Advisors, LLC Robert L. Rodriguez J. Richard Atwood 11400 West Olympic Boulevard Suite 1200 Los Angeles, CA 90064	12,430,000	7.4%
Mark J. Wattles 321 W. 84th Avenue Suite A Thornton, CO 80260	11,044,200	6.5%
Classic Fund Management Aktiengesellschaft Raetikonstrasse 33 FL-9490 Vaduz, Liechtenstein	9,525,671	5.6%

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<sup>3</sup> The information set forth in (4) represents the ownership information of the Debtors as reported in Circuit City Stores, Inc.'s Form 14A (Proxy Statement) filed May 29, 2008, reflecting ownership information as of April 17, 2008.

SECRETARY'S CERTIFICATE AS TO RESOLUTIONS  
ADOPTED BY THE BOARD OF DIRECTORS  
OF CIRCUIT CITY STORES, INC.

The undersigned, Reginald D. Hedgebeth, being duly elected or appointed as Secretary of Circuit City Stores, Inc., a Virginia corporation (the "Corporation"), in accordance with the applicable provisions of the Corporation Law of the State of Virginia and the Bylaws of the Corporation, does hereby certify, in my capacity as such officer and not individually, that the following recitals and resolutions were duly adopted by the Board of Directors of the Corporation (the "Board"), during a meeting held on November 9, 2008, and such resolutions have not been amended or rescinded and are now in full force and effect:

RESOLVED that, in the judgment of the Board, it is desirable and in the best interest of each of the Corporation, its creditors, shareholders and other interested parties that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy Code"), in which the authority to operate as a debtor in possession will be sought, and the filing of such petition is authorized hereby; and it is further

RESOLVED that the Chief Executive Officer, President, Chief Financial Officer, Treasurer, Secretary, Assistant Secretary, Chief Financial Officer, Treasurer, Assistant Treasurer of the Corporation, and such other officers as may be designated by the Chief Executive Officer or President (each, an "Authorized Officer" and collectively, the "Authorized Officers") be, and each of them hereby is, appointed by the Board as an authorized signatory in connection with the chapter 11 proceedings authorized herein; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, on behalf of and in the name of the Corporation, to execute, verify and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action that they deem necessary, proper or desirable in connection with the chapter 11 case, including any and all action necessary, proper or desirable in connection with obtaining debtor in possession financing and store closing sales, with a view to the successful prosecution of such case; and it is further

RESOLVED that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, and its affiliated law practice entities be, and hereby are, employed under a general retainer to render legal services to, and to represent, the Corporation in connection with the chapter 11 case and any other related matters in connection therewith, as general restructuring counsel and on such terms as any Authorized Officer shall approve; and it is further

RESOLVED that the law firm of McGuireWoods LLP be, and hereby is,

employed under a general retainer to render legal services to, and to represent, the Corporation in connection with the chapter 11 case and any other related matters in connection therewith as local restructuring counsel and on such terms as any Authorized Officer shall approve; and it is further

RESOLVED that the law firm of Kirkland & Ellis LLP, and its affiliated law practice entities be, and hereby are, employed under a general retainer to render legal services to, and to represent, the Corporation in connection with the chapter 11 case and any other related matters in connection therewith, as special financing counsel and on such terms as any Authorized Officer shall approve; and it is further

RESOLVED that the law firm of Wilmer, Cutler, Pickering, Hale and Dorr, LLP and its affiliated law practice entities be, and hereby are, employed under a general retainer to render legal services to, and to represent, the Corporation in connection with the chapter 11 case and any other related matters in connection therewith, as special securities counsel and on such terms as any Authorized Officer shall approve; and it is further

RESOLVED that the firm of FTI Consulting, Inc. be, and hereby is, employed as financial advisor to provide financial advisory services for the Corporation in connection with the chapter 11 case and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED that the firm of Rothschild Inc. be, and hereby is, employed as financial advisor to provide financial advisory services for the Corporation in connection with the chapter 11 case and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED that the firm of Ernst & Young LLP be, and hereby is, employed as tax advisor to provide tax advisory services for the Corporation in connection with the chapter 11 case and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED that the firm of Osler, Hoskin & Harcourt LLP be, and hereby is, employed as Canadian general restructuring counsel for the Corporation to represent its interests in proceedings commenced under the Companies' Creditors Arrangement Act ("CCAA") by the Corporation's Canadian affiliates concurrently with the chapter 11 case, on such terms as any Authorized Officer shall approve; and it is further

RESOLVED that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief on behalf of the Corporation under chapter 11 of the Bankruptcy Code, in connection with the chapter 11 case, or any matter related thereto, including



in connection with (i) debtor in possession financing, (ii) store closing sales, and (iii) suspension or termination of certain employee benefit plans, each as described to the Board be, and they hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

RESOLVED that the form, terms and provisions of that certain SENIOR SECURED, SUPER-PRIORITY, DEBTOR-IN-POSSESSION CREDIT AGREEMENT dated as of November \_\_\_\_, 2008 (the "Credit Agreement") by and between, among others, the Corporation, as a debtor and a debtor-in-possession and as Lead Borrower for the Borrowers, CIRCUIT CITY STORES WEST COAST, INC., as a debtor and a debtor-in-possession, a California corporation, CIRCUIT CITY STORES PR, LLC, as a debtor and a debtor-in-possession, a Puerto Rico limited liability company, and INTERTAN CANADA LTD., as a debtor and a debtor-in-possession, a corporation organized under the laws of the Province of Ontario, Canada, the LENDERS party thereto (the "Lenders"), and BANK OF AMERICA, N.A., as Administrative Agent (the "Administrative Agent") and Collateral Agent (the "Collateral Agent") for the Lenders, and the Corporation's performance of its obligations under the Credit Agreement, including the incurrence of indebtedness thereunder, be, and hereby is, in all respects, approved; and further resolved, that the form, terms and provisions of each of the instruments and documents listed below (together with the Credit Agreement, collectively, the "Credit Documents"), are hereby in all respects approved, and the Corporation's performance of its obligations under the Credit Documents be, and hereby is, in all respects approved, and that each of the Authorized Officers, acting alone or with one or more other Authorized Officers be, and hereby is, authorized and empowered to execute and deliver the Credit Agreement and each of the Credit Documents, in the name and on behalf of the Corporation under its corporate seal or otherwise, substantially in the forms reviewed by one or more Authorized Officers, with such changes therein and modifications and amendments thereto as any Authorized Officer or Officers may in his or their sole discretion approve, which approval shall be conclusively evidenced by his or their execution thereof:

- (a) the Notes, If any;
- (b) the Intercreditor Agreement;
- (c) the Letters of Credit;
- (d) the Fee Letter;
- (e) the Blocked Account Agreements;
- (f) the DDA Notifications;
- (g) the Credit Card Notifications;
- (h) the Customs Broker Agreements;
- (i) the DIP Orders;

- (j) the Security Agreement;
- (k) any (A) copyright security agreement, (B) patent security agreement and (C) trademark security agreement, together with any amendments thereof, such security agreements, notices, financing statements, tax affidavits, and other instruments as the Administrative Agent or Collateral Agent may reasonably request or as may be necessary or appropriate to create, preserve and perfect the Liens purported to be required pursuant to the Credit Documents to be created in the Collateral as collateral security for the payment of obligations, advances, debts or liabilities related to the Corporation's obligations;
- (l) a mortgage or deed of trust, if any, on each piece of parcel property owned by the Corporation and a leasehold mortgage, if any, on each parcel of real property leased by the Corporation;
- (m) such other collateral access agreements, landlord waivers, instruments, certificates, notices, assignments and documents as may be requested by the Administrative Agent or Collateral Agent;
- (n) such forms of deposit account control agreements, notices, officer's certificates and compliance certificates as may be required by the Credit Agreement or any other Credit Document; and
- (o) each other Loan Document (as such term is defined in the Credit Agreement) to which the Corporation is a party; and it is further

RESOLVED that the Board hereby authorizes the Corporation to grant liens and security interests in and to all of the Corporation's assets of whatever kind in favor of the Administrative Agent and/or Collateral Agent as collateral to secure the obligations in the Credit Agreement and the Credit Documents and the Board of Directors hereby authorizes the Administrative Agent and/or Collateral Agent to file any financing statements (including financing statements describing the collateral as "all assets", "all personal property" or with words of similar import), assignments for security or other documents in the name of the Corporation as may be necessary or desirable to perfect the security interests granted to the Lenders in the Credit Documents; and it is further

RESOLVED that the Board hereby authorizes the Corporation to transfer any partnership interest, limited partnership interest or limited liability company interest to the Collateral Agent or its nominee as a member in any limited liability company or as a partner in any partnership with all the rights and powers related thereto; and it is further

RESOLVED that each of the Authorized Officers be, and hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses in accordance with the terms of the Credit Documents, to arrange for and enter into supplemental agreements, amendments, instruments, certificates or documents relating to the

transactions contemplated by the Credit Agreement or any of the other Credit Documents and to execute and deliver all such supplemental agreements, amendments, instruments, certificates or documents in the name and on behalf of the Corporation under its corporate seal or otherwise, which shall in their sole judgment be necessary, proper or advisable in order to perform the Corporation's obligations under or in connection with the Credit Agreement or any of the other Credit Documents and the transactions contemplated therein, and to carry out fully the intent of the foregoing resolutions; and it is further

RESOLVED that each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, amendment and restatements, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the Credit Agreement or any of the Credit Documents which shall in their sole judgment be necessary, proper or advisable; and it is further

RESOLVED that each of the Authorized Officers be, and hereby is, authorized and empowered to vote the securities, including limited liability company interests and any partnership interests, held by the Corporation in connection with the Credit Agreement or any of the other Credit Documents and the transactions contemplated therein, including without limitation, in order to authorize the execution and delivery of the Credit Documents and performance of its obligations under the Credit Documents by any such issuer of securities, including limited liability company interests and any partnership interests, held by the Corporation; and it is further

RESOLVED that each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver resolutions approving (i) the Credit Documents on behalf of the Corporation as the sole member or manager of each limited liability company 100% of which is held solely by the Corporation and (ii) the terms and conditions of the amendments to the operating agreement of each limited liability company 100% of which is held solely by the Corporation for the purpose of (a) permitting such limited liability company to file bankruptcy without triggering (I) automatic dissolution or (II) removal of member provisions of the limited liability company act under which it is formed and (b) permitting the Corporation to pledge the limited liability company interests as collateral security for the Credit Agreement without restriction; and it is further

RESOLVED that all acts and actions taken by the Authorized Officers prior to the date hereof with respect to the transactions contemplated by the Credit Agreement and any of the other Credit Documents be, and hereby are, in all respects confirmed, approved and ratified; and it is further

RESOLVED that all capitalized terms used in the resolutions under the caption "SENIOR SECURED, SUPER-PRIORITY, DEBTOR-IN-POSSESSION CREDIT AGREEMENT" and not otherwise defined herein shall have the meanings ascribed to such terms

in the Credit Agreement; and it is further

RESOLVED that the Board has determined that the Corporation will receive substantial direct and indirect benefits from the loans and other financial accommodations to be made to the Corporation and certain of its affiliates; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take all such actions to obtain any authorizations, consents, waivers or approvals of any third party that such Authorized Officers deem necessary, appropriate or advisable to effect the transactions contemplated by these resolutions, and such Authorized Officers may execute and deliver or cause to be delivered such agreements and other documents and may take all such other actions as such Authorized Officer deems necessary or advisable to effect this resolution; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized and empowered for and in the name and on behalf of the Corporation to amend, supplement or otherwise modify from time to time the terms of any documents, agreements, instruments, financing statements, notices, undertakings, certificates or other writings referred to in the foregoing resolutions; and it is further

RESOLVED that all instruments, agreements, certificates, consents, waivers or other documents heretofore executed and delivered (or caused to be executed and delivered) and all acts lawfully done or actions lawfully taken by any Authorized Officer in connection with the chapter 11 case, any debtor in possession financing, the store closings, or any further action to seek relief on behalf of the Corporation under chapter 11 of the Bankruptcy Code, or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute, deliver, verify and/or file, or cause to be executed, delivered, verified and/or filed (or direct others to do so on its behalf as provided herein) all such further documents, agreements, instruments, financing statements, notices, undertakings, certificates and other writings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable in the good faith judgment of such Authorized Officer to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

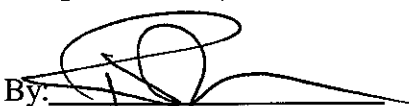
RESOLVED that the Authorized Officers be, and each of them hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to pay and

direct the payment of all fees and expenses incurred in connection with the transactions contemplated by these resolutions; and it is further

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver resolutions approving (i) the filing of a petition for relief under chapter 11 of the Bankruptcy Code on behalf of the Corporation as the sole member or manager of each limited liability company 100% of which is held solely by the Corporation and (ii) resolutions similar in nature to those set forth herein; and it is further

RESOLVED that all actions previously taken by any Authorized Officer or counsel with respect to the matters contemplated by these resolutions, including but not limited to any (i) debtor in possession financing, (ii) the store closings, and (iii) suspension or termination of certain employee benefit plans are hereby adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate as of the date first above written.

By: 

Reginald D. Hedgebeth  
General Counsel/Secretary

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

-----	x	
	:	
In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC.	:	Case No. 08-__ ( )
	:	
Debtor.	:	Jointly Administered
	:	
-----	x	

**CONSOLIDATED LIST OF CREDITORS HOLDING THE FIFTY LARGEST UNSECURED  
CLAIMS AGAINST THE DEBTORS**

Set forth below is a list of creditors holding the fifty (50) largest unsecured claims against Circuit City Stores, Inc. ("Circuit City"), and its subsidiaries and affiliates as of approximately November 10, 2008. The list has been prepared on a consolidated basis from the books and records of Circuit City and its subsidiaries and affiliates that have contemporaneously commenced chapter 11 cases in this Court (collectively, the "Debtors"). The information presented in the list below shall not constitute an admission by, nor is it binding on, the Debtors.<sup>5</sup>

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the largest unsecured claims.

<sup>5</sup>

The Debtors will file the schedules of assets and liabilities (the "Schedules") in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from that set forth below. Furthermore, the Debtors have not yet identified which of their largest unsecured claims, if any, are contingent, unliquidated, disputed and/or subject to setoff. The Debtors reserve the right to identify any of their claims listed in the Schedules as contingent, unliquidated, disputed and/or subject to setoff as appropriate. Inclusion of a claim on this consolidated list is not an admission that the amounts are or are not contingent, unliquidated, disputed and/or subject to setoff nor an admission that the amounts listed are owed by more than one of the Debtors.

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE & FAX NUMBER & COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S	(5) AMOUNT OF CLAIM (if secured also state value of security)
<p>HEWLETT-PACKARD US OPERATIONS Attn: Jonathan Faulkner 11445 Compaq Center Dr W Houston, TX 77070</p> <p>- and -</p> <p>HEWLETT PACKARD Attn: Jonathan Faulkner 11445 Compaq Center Dr W Houston, TX 77070</p>	<p>HEWLETT-PACKARD US OPERATIONS Attn: Jonathan Faulkner 11445 Compaq Center Dr W Houston, TX 77070 Tel: 281-514-9749 Fax: 281-514-1918</p> <p>- and -</p> <p>HEWLETT PACKARD Attn: Jonathan Faulkner 11445 Compaq Center Dr W Houston, TX 77070 Tel: 281-514-9749 Fax: 281-514-1918</p>	<p>TRADE</p>		<p>\$118,797,964</p>



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<p>SAMSUNG ELECTRONICS AMER INC. Attn: Joseph McNamara 105 Challenger Road Ridgefield Park, NJ 07660</p> <p>- and -</p> <p>SAMSUNG OPTO ELECTRONICS INC Attn: Joseph McNamara 105 Challenger Road Ridgefield Park, NJ 07660</p> <p>- and -</p> <p>SAMSUNG ELECTRONICS AMERICA Attn: John Alpay 3351 Michelson Drive Suite 250 Irvine, CA 92612</p>	<p>SAMSUNG ELECTRONICS AMER INC. Attn: Joseph McNamara 105 Challenger Road Ridgefield Park, NJ 07660 Tel: 201-229-4253 Fax: 804-270-0733</p> <p>- and -</p> <p>SAMSUNG OPTO ELECTRONICS INC Attn: Joseph McNamara 105 Challenger Road Ridgefield Park, NJ 07660 Tel: 201-229-4253 Fax: 804-270-0733</p> <p>- and -</p> <p>SAMSUNG ELECTRONICS AMERICA Attn: John Alpay 3351 Michelson Drive Suite 250 Irvine, CA 92612 Tel: 949-975-7173 Fax: 949-975-7174</p>	TRADE		\$115,925,716

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<p>SONY COMPUTER ENTERTAINMENT Attn: Jim Bass 919 E. Hillsdale Blvd Foster City, CA 94404</p> <p>- and -</p> <p>SONY Attn: Tom Detulleo 120 Interstate Pkwy East Suite 410 Atlanta, GA 30339</p> <p>- and -</p> <p>SONY ELECTRONICS INC Attn: Stan Glasgow President and COO 16530 Via Esprillo San Diego, CA 92127</p>	<p>SONY COMPUTER ENTERTAINMENT Attn: Jim Bass 919 E. Hillsdale Blvd Foster City, CA 94404 Tel: 650-655-5947 Fax: 650-655-8180</p> <p>- and -</p> <p>SONY Attn: Tom Detulleo 120 Interstate Pkwy East Suite 410 Atlanta, GA 30339 Tel: 610.280.3899 Fax: Unavailable</p> <p>Email: <a href="mailto:Tom.DeTulleo@am.sony.com">Tom.DeTulleo@am.sony.com</a></p> <p>- and -</p> <p>SONY ELECTRONICS INC Attn: Stan Glasgow President and COO 16530 Via Esprillo San Diego, CA 92127 Tel: 858-942-7616 Fax: 858-942-4700</p>	TRADE		\$60,009,803
ZENITH ELECTRONICS CORP Attn: Paul Ertel 1000 Sylvan Avenue Englewood Cliffs, NJ 07632	ZENITH ELECTRONICS CORP Attn: Paul Ertel 1000 Sylvan Avenue Englewood Cliffs, NJ 07632 Tel: 201-816-2079 Fax: 201-816-2049	TRADE		\$41,162,162

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<p>TOSHIBA AMERICA BUSINESS SOLUTIONS INC Attn: Renee Solis 2 Musick Irvine, CA 92618</p> <p>- and -</p> <p>TOSHIBA COMPUTER SYSTEMS DIV Attn: Yasuhiko Miuamura 9740 Irvine Blvd Irvine, CA 92618-1697</p> <p>- and -</p> <p>TOSHIBA AMERICA CONSUMER PRODU Attn: Joe Shedlock 82 Totowa Road Wayne, NJ 07470</p>	<p>TOSHIBA AMERICA BUSINESS SOLUTIONS INC Attn: Renee Solis 2 Musick Irvine, CA 92618 Tel: 949-462-6423 Fax: 949-462-2508</p> <p>- and -</p> <p>TOSHIBA COMPUTER SYSTEMS DIV Attn: Yasuhiko Miuamura 9740 Irvine Blvd. Irvine, CA 92618-1697 Tel: 973-628-8000 Fax: 949-462-0328</p> <p>- and -</p> <p>TOSHIBA AMERICA CONSUMER PRODU Attn: Joe Shedlock 82 Totowa Road Wayne, NJ 07470 Tel: 973-628-8000 Fax: 973-628-9269</p>	TRADE		\$17,919,395
<p>ALLIANCE ENTERTAINMENT Attn: Heather Peach 4250 Coral Ridge Drive Coral Springs, FL 33065</p>	<p>ALLIANCE ENTERTAINMENT Attn: Heather Peach 4250 Coral Ridge Drive Coral Springs, FL 33065 Tel: 800-329-7664 X4303 Fax: 954-255-4380</p>	TRADE		\$15,799,754

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GARMIN INTERNATIONAL INC Attn: Kevin Rauckman 1200 East 151st Street Olathe, KS 66062-3426	GARMIN INTERNATIONAL INC Attn: Kevin Rauckman 1200 East 151st Street Olathe, KS 66062-3426 Tel: 913-440-1355 Fax: 913-397-8282	TRADE		\$15,444,498
OLYMPUS CORPORATION Attn: Eric Vautrin 3500 Corporate Parkway Center Valley, PA 18034	OLYMPUS CORPORATION Attn: Eric Vautrin 3500 Corporate Parkway Center Valley, PA 18034 Tel: 484-896-3403 Fax: 484-896-7164	TRADE		\$15,095,651
NIKON INC Attn: Pat Preisel 1300 Walt Whitman Rd Melville, NY 11747	NIKON INC Attn: Pat Preisel 1300 Walt Whitman Rd Melville, NY 11747 Tel: 631-547-4200 Fax: 631-547-0299	TRADE		\$14,926,445
PARAMOUNT HOME VIDEO Attn: Andi Marygold 5555 Melrose Ave Hollywood, CA 90038	PARAMOUNT HOME VIDEO Attn: Andi Marygold 5555 Melrose Ave Hollywood, CA 90038 Tel: 323-956-5000 Fax: 323-862-1204	TRADE		\$13,761,444
PANASONIC COMPANY NATIONAL ACCT Attn: Joseph Labrace 1707 N Randall Road Elgin, IL 60123  - and -  PANASONIC NORTH AMERICA Attn: Joseph Labrace 1707 N Randall Road Elgin, IL 60123	PANASONIC COMPANY NATIONAL ACCT Attn: Joseph Labrace 1707 N Randall Road Elgin, IL 60123 Tel: 847-637-4766 Fax: 847-468-4357  - and -  PANASONIC NORTH AMERICA Attn: Joseph Labrace 1707 N Randall Road Elgin, IL 60123 Tel: 847-637-4766 Fax: 847-468-4357	TRADE		\$13,283,022

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MITSUBISHI DIGITAL ELECTRONICS Attn: Brian Atteberry 9351 Jeronimo Road Irvine, CA 92618-1904	MITSUBISHI DIGITAL ELECTRONICS Attn: Brian Atteberry 9351 Jeronimo Road Irvine, CA 92618-1904 Tel: 949-465-6150 Fax: 949-465-6155	TRADE		\$12,883,892
EASTMAN KODAK CO Attn: Carol Thomas 3003 Summit Blvd Suite 1100 Atlanta, GA 30319	EASTMAN KODAK CO Attn: Carol Thomas 3003 Summit Blvd Suite 1100 Atlanta, GA 30319 Tel: 770-522-2577 Fax: 770-392-2850	TRADE		\$11,510,410
LENOVO, INC. Attn: Michael O'Neill, Sr. V.P. and General Counsel 1009 Think Place Morrisville, NC 27560	LENOVO, INC. Attn: Michael O'Neill, Sr. V.P. and General Counsel 1009 Think Place Morrisville, NC 27560 Tel: 866-968-4465 Fax: 845-264-6228	TRADE		\$10,920,887
WARNER HOME VIDEO Attn: Mike Skeens 4000 Warner Blvd Burbank, CA 91522	WARNER HOME VIDEO Attn: Mike Skeens 4000 Warner Blvd Burbank, CA 91522 Tel: 818-954-6000 Fax: 212-954-7667	TRADE		\$10,738,637

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<p>IBM Attn: Suzette Fernandes International Business Machines Corporation Global Technology Services Route 100 Somers, NY 10589</p> <p>- and -</p> <p>IBM STRATEGIC OUTSOURCING WIRE Attn: Suzette Fernandes International Business Machines Corporation Global Technology Services Route 100 Somers, NY 10589</p>	<p>IBM Attn: Suzette Fernandes International Business Machines Corporation Global Technology Services Route 100 Somers, NY 10589 Tel: 914-241-0279 Fax: 914-766-7204</p> <p>- and -</p> <p>IBM STRATEGIC OUTSOURCING WIRE Attn: Suzette Fernandes International Business Machines Corporation Global Technology Services Route 100 Somers, NY 10589 tel: 914-241-0279 Fax: 914-766-7204</p>	TRADE		\$9,354,353
<p>ONCORP US, INC Attn: Legal Department 450 E. 96th Street Suite 500 Indianapolis, IN 46240</p>	<p>ONCORP US, INC Attn: Legal Department 450 E. 96th Street Suite 500 Indianapolis, IN 46240 Tel: 317-581-6365 Fax: 317-581-6110</p>	TRADE		\$8,470,923

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<p>MICROSOFT CORP CONSIGNMENT Attn: Lenka Mensikova Bellevue CCE/1360 37550 112th Street Bellevue, WA 98004</p> <p>- and -</p> <p>MICROSOFT XBOX CONSIGNMENT Attn: Bob Smrecansky Bellevue CCE/1360 37550 112th Street Bellevue, WA 98004</p> <p>- and -</p> <p>MICROSOFT XBOX Attn: Pam Powell 6100 Neil Road Reno, NV 89511</p> <p>- and -</p> <p>MICROSOFT CORP Attn: Pam Powell 6100 Neil Road Reno, NV 89511</p>	<p>MICROSOFT CORP CONSIGNMENT Attn: Lenka Mensikova Bellevue CCE/1360 37550 112th Street Bellevue, WA 98004 Tel: 775-335-4252 Fax: 425-936-7329</p> <p>- and -</p> <p>MICROSOFT XBOX CONSIGNMENT Attn: Bob Smrecansky Bellevue CCE/1360 37550 112th Street Bellevue, WA 98004 Tel: 425-260-2874 Fax: 425-936-7329</p> <p>- and -</p> <p>MICROSOFT XBOX Attn: Pam Powell 6100 Neil Road Reno, NV 89511 Tel: 775-335-4252 Fax: 425-936-7329</p> <p>- and -</p> <p>MICROSOFT CORP Attn: Pam Powell 6100 Neil Road Reno, NV 89511 Tel: 775-335-4252 Fax: 425-936-7329</p>	TRADE		\$8,088,245

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SHARP ELECTRONICS CORP Attn: Mario Zinicola 1 Sharp Plaza Mahwah, NJ 07430-2135	SHARP ELECTRONICS CORP Attn: Mario Zinicola 1 Sharp Plaza Mahwah, NJ 07430-2135 Tel: 201-529-8200 Fax: 866-401-1375	TRADE		\$7,054,093
VIZIO Attn: Ann Tran 39 Tesla Irvine, CA 92618	VIZIO Attn: Ann Tran 39 Tesla Irvine, CA 92618 Tel: 949-428-2525 Fax: 949-428-2508	TRADE		\$6,951,769
LINKSYS Attn: Julie Asusia 121 Theory Irvine, CA 92612	LINKSYS Attn: Julie Asusia 121 Theory Irvine, CA 92612 Tel: 949-823-3740 Fax: 949-823-3006	TRADE		\$6,342,319
SANDISK CORPORATION Attn: Ed Lyons 601 McCarthy Blvd Milpitas, CA 95053	SANDISK CORPORATION Attn: Ed Lyons 601 McCarthy Blvd Milpitas, CA 95053 Tel: 408-801-1000 Fax: 408-801-8683	TRADE		\$5,920,978
FOX HOME ENTERTAINMENT Attn: Michele Vedo 2121 Avenue of the Stars Los Angeles, CA 90067	FOX HOME ENTERTAINMENT Attn: Michele Vedo 2121 Avenue of the Stars Los Angeles, CA 90067 Tel: 310-369-5498 Fax: 310-369-7425	TRADE		\$5,786,069



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<p>MONSTER CABLE PRODUCTS Attn: Anne Casey 455 Valley Drive Brisbane, CA 94005</p> <p>- and -</p> <p>MONSTER LLC Attn: Aaron Mellow 455 Valley Drive Brisbane, CA 94005</p> <p>- and -</p> <p>MONSTER CABLE Attn: Anne Casey 455 Valley Drive Brisbane, CA 94005</p>	<p>MONSTER CABLE PRODUCTS Attn: Anne Casey 455 Valley Drive Brisbane, CA 94005 Tel: 415-330-3453 Fax: 415-468-9253</p> <p>- and -</p> <p>MONSTER LLC Attn: Aaron Mellow 455 Valley Drive Brisbane, CA 94005 Tel: 415-840-2000 Fax: 415-468-9253</p> <p>- and -</p> <p>MONSTER CABLE Attn: Anne Casey 455 Valley Drive Brisbane, CA 94005 Tel: 415-330-3453 Fax: 415-468-9253</p>	TRADE		\$5,452,554
<p>FUJI PHOTO FILM USA Attn: Dennis Fennel 200 Summit Lake Drive Valhalla, NY 10595-1356</p>	<p>FUJI PHOTO FILM USA Attn: Dennis Fennel 200 Summit Lake Drive Valhalla, NY 10595-1356 Tel: 914-789-8286 Fax: 914-789-8640</p>	TRADE		\$4,874,187
<p>HISENSE USA CORPORATION Attn: Steven Cohen 105 Satellite Blvd NW Suite A Suwanee, GA 30024</p>	<p>HISENSE USA CORPORATION Attn: Steven Cohen 105 Satellite Blvd NW Suite A Suwanee, GA 30024 Tel: 678-318-9060 Fax: 678-318-9079</p>	TRADE		\$4,426,106

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ONKYO USA CORP Attn: Matt Attanasio 18 Park Way Upper Saddle River, NJ 07458	ONKYO USA CORP Attn: Matt Attanasio 18 Park Way Upper Saddle River, NJ 07458 Tel: 201-785-2600 Fax: 201-785-2650	TRADE		\$4,266,989
BETHESDA SOFTWARE Attn: Jill Bralove 1370 Piccard Dr Suite 120 Rockville, MD 20850	BETHESDA SOFTWARE Attn: Jill Bralove 1370 Piccard Dr Suite 120 Rockville, MD 20850 Tel: 301-926-8300 Fax: 301-926-8010	TRADE		\$3,870,734
BUENA VISTA HOME VIDEO Attn: Lizette Bradley 500 South Buena Vista Street Burbank, CA 91521	BUENA VISTA HOME VIDEO Attn: Lizette Bradley 500 South Buena Vista Street Burbank, CA 91521 Tel: 818-567-5864 Fax: 818-567-6065	TRADE		\$3,739,930
COLUMBIA TRISTAR HOME VIDEO Attn: Michael Schillo 10202 W. Washington Blvd. Culver City, CA 90232	COLUMBIA TRISTAR HOME VIDEO Attn: Michael Schillo 10202 W. Washington Blvd. Culver City, CA 90232 Tel: 310-244-8596 Fax: 310-244-2626	TRADE		\$3,729,702

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AUDIOVOX Attn: Loriann Shelton 150 Marcus Blvd Hauppauge, NY 11788	AUDIOVOX Attn: Loriann Shelton 150 Marcus Blvd Hauppauge, NY 11788 Tel: 631-436-6563 Fax: 631-434-3995	TRADE		\$3,592,806
KLIPSCH AUDIO TECHNOLOGIES LLC Attn: John Hooks 3502 Woodview Trace Suite 200 Indianapolis, IN 46268	KLIPSCH AUDIO TECHNOLOGIES LLC Attn: John Hooks 3502 Woodview Trace Suite 200 Indianapolis, IN 46268 Tel: 317-860-8100 Fax: 317-860-9100	TRADE		\$3,569,854
GRAPHIC COMMUNICATIONS Attn: Andres Toro 2540 Plantation Center Dr Matthews, NC 28105	GRAPHIC COMMUNICATIONS Attn: Andres Toro 2540 Plantation Center Dr Matthews, NC 28105 Tel: 704-904-9768 Fax: 330-650-8999	TRADE		\$3,462,238
DLINK SYSTEMS Attn: Sheena Lewis-Walczyk 17595 Mount Hermann St Fountain, CA 92708-4160	DLINK SYSTEMS Attn: Sheena Lewis-Walczyk 17595 Mount Hermann St Fountain, CA 92708-4160 Tel: 714-885-6000 Fax: 866-743-4638	TRADE		\$3,155,142
INCOMM Attn: Mahafirin Mehta 250 William St. M-100 Atlanta, GA 30303	INCOMM Attn: Mahafirin Mehta 250 William St. M-100 Atlanta, GA 30303 Tel: 770-240-6100 Fax: 404-601-1002	TRADE		\$3,104,531
LEXMARK INTERNATIONAL INC Attn: Russ Booker 740 W. New Circle Rd. Lexington, KY 40550	LEXMARK INTERNATIONAL INC Attn: Russ Booker 740 W. New Circle Rd. Lexington, KY 40550 Tel: 800-232-2000 Fax: 859-232-2403	TRADE		\$2,967,613

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<p>NAVARRE CONSIGNMENT Attn: Pat Young 7400 49th Ave N New Hope, MN 55428</p> <p>- and -</p> <p>NAVARRE CORPORATION Attn: Pat Young 7400 49th Ave N New Hope, MN 55428</p> <p>- and -</p> <p>NAVARRE DISTRIBUTION Attn: Pat Young 7400 49th Avenue N NW-8510, PO Box 1450 New Hope, MN 55428</p> <p>- and -</p> <p>NAVARRE CONSIGNMENT SYMANTEC Attn: Pat Young 7400 49th Ave N New Hope, MN 55428</p>	<p>NAVARRE CONSIGNMENT Attn: Pat Young 7400 49th Ave N New Hope, MN 55428 Tel: 763-535-8333 Fax: 763-533-2156</p> <p>- and -</p> <p>NAVARRE CORPORATION Attn: Pat Young 7400 49th Ave N New Hope, MN 55428 Tel: 763-535-8333 Fax: 763-533-2156</p> <p>- and -</p> <p>NAVARRE DISTRIBUTION Attn: Pat Young 7400 49th Avenue N NW-8510, PO Box 1450 New Hope, MN 55428 Tel: 763-535-8333 Fax: 763-533-2156</p> <p>- and -</p> <p>NAVARRE CONSIGNMENT SYMANTEC Attn: Pat Young 7400 49th Ave N New Hope, MN 55428 Tel: 763-535-8333 Fax: 763-533-2156</p>	TRADE		\$2,560,319
<p>LEXAR MEDIA INC Attn: Corryn Oakland 3475 E. Commercial Ct. Meridian, ID 83642</p>	<p>LEXAR MEDIA INC Attn: Corryn Oakland 3475 E. Commercial Ct. Meridian, ID 83642 Tel: 208-363-5751 Fax: 208-363-5620</p>	TRADE		\$2,433,849

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APEX DIGITAL INC Attn: Jim Fitzgerald 15831 E Valley Blvd City of Industry, CA 91761	APEX DIGITAL INC Attn: Jim Fitzgerald 15831 E Valley Blvd City of Industry, CA 91761 Tel: 909-348-5438 Fax: 909-923-9676	TRADE		\$2,352,283
OMNIMOUNT SYSTEMS INC Attn: Kristin Jacobs 8201 S. 48th Street Phoenix, AZ 85044	OMNIMOUNT SYSTEMS INC Attn: Kristin Jacobs 8201 S. 48th Street Phoenix, AZ 85044 Tel: 480-829-8000 X125 Fax: 602-296-0797	TRADE		\$2,327,571
PIONEER ELECTRONICS SERVICE Attn: Oscar Rolan 2265 E 220th St Long Beach, CA 90810  - and -  PIONEER ELECTRONICS (USA) INC Attn: Oscar Rolan 2265 E 220th St Long Beach, CA 90810	PIONEER ELECTRONICS SERVICE Attn: Oscar Rolan 2265 E 220th St Long Beach, CA 90810 Tel: 310-952-2216 Fax: 310-952-2199  - and -  PIONEER ELECTRONICS (USA) INC Attn: Oscar Rolan 2265 E 220th St Long Beach, CA 90810 Tel: 310-952-2216 Fax: 310-952-2199	TRADE		\$2,298,164
STILLWATER DESIGNS INC Attn: Kim Wright 5021 N. Perkins Road Stillwater, OK 74076	STILLWATER DESIGNS INC Attn: Kim Wright 5021 N. Perkins Road Stillwater, OK 74076 Tel: 405-624-8510 X221 Fax: 405-372-3272	TRADE		\$2,274,743
KENSINGTON Attn: Jeff Smith 333 Twin Dolphin Drive 6th Floor Redwood Shores, CA 94065	KENSINGTON Attn: Jeff Smith 333 Twin Dolphin Drive 6th Floor Redwood Shores, CA 94065 Tel: 650-267-2655 Fax: 650-267-2800	TRADE		\$2,141,615

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE & FAX NUMBER & COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S	(5) AMOUNT OF CLAIM (if secured also state value of security)
<p>THQ INC Attn: Roy Degrolier 29903 Agoura Road Agoura Hills, CA 91301</p> <p>- and -</p> <p>VALUESOFT A DIVISION OF THQ Attn: Julianne Turk 3650 Chestnut St N Suite 101A Chaska, MN 55318</p>	<p>THQ INC Attn: Roy Degrolier 29903 Agoura Road Agoura Hills, CA 91301 Tel: 818-871-5000 Fax: 818-871-7400</p> <p>- and -</p> <p>VALUESOFT A DIVISION OF THQ Attn: Julianne Turk 3650 Chestnut St N Suite 101A Chaska, MN 55318 Tel: 952-442-7000 X101 Fax: 952-442-7001</p>	TRADE		\$2,051,626
<p>VTECH COMMUNICATIONS INC Attn: Susan Spicer 9590 SW Gemini Drive Suite 120 Beaverton, OR 97008</p> <p>- and -</p> <p>VTECH ELECTRONICS Attn: Susan Spicer 9590 SW Gemini Drive Suite 120 Beaverton, OR 97008</p>	<p>VTECH COMMUNICATIONS INC Attn: Susan Spicer 9590 SW Gemini Drive Suite 120 Beaverton, OR 97008 Tel: 503-596-1221 Fax: 503-469-0818</p> <p>- and -</p> <p>VTECH ELECTRONICS Attn: Susan Spicer 9590 SW Gemini Drive Suite 120 Beaverton, OR 97008 Tel: 503-596-1221 Fax: 503-469-0818</p>	TRADE		\$1,862,546
<p>BELKIN LOGISTICS INC Attn: Joe Caponetto 501 West Walnut Street Compton, CA 90220</p>	<p>BELKIN LOGISTICS INC Attn: Joe Caponetto 501 West Walnut Street Compton, CA 90220 Tel: 847-637-4766 Fax: 310-604-4771</p>	TRADE		\$1,754,552

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE & FAX NUMBER & COMPLETE MAILING ADDRESS INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(3) NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	(4) C U D S	(5) AMOUNT OF CLAIM (if secured also state value of security)
SIMPLETECH Attn: Alan Docherty 1830 East Warner Ave Santa Ana, CA 92705	SIMPLETECH Attn: Alan Docherty 1830 East Warner Ave Santa Ana, CA 92705 Tel: 949-477-7729 Fax: 949-476-3029	TRADE		\$1,727,378
KINGSTON TECHNOLOGIES Attn: David Kuan 17600 Newhope St Fountain Valley, CA 92708	KINGSTON TECHNOLOGIES Attn: David Kuan 17600 Newhope St Fountain Valley, CA 92708 Tel: 714-427-3759 Fax: 714-427-3578	TRADE		\$1,652,180
ADVERTISING.COM Attn: Mark Faila 24143 Network Pl Chicago, IL 60673-1241	ADVERTISING.COM Attn: Mark Faila 24143 Network Pl Chicago, IL 60673-1241 Tel: 312-416-4000 Fax: 312-419-2910			\$1,556,384
MITAC USA INC Attn: Sarah Chang 47988 Fremont Blvd Fremont, CA 94538	MITAC USA INC Attn: Sarah Chang 47988 Fremont Blvd Fremont, CA 94538 Tel: 510-252-6900 Fax: 510-252-6930			\$1,527,031

**DECLARATION REGARDING THE CONSOLIDATED LIST OF CREDITORS HOLDING  
THE FIFTY LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

I, Bruce H. Besanko, Executive Vice President and Chief Financial Officer of Circuit City Stores, Inc., the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my knowledge, information and belief.

Date: November 10, 2008

By: \_\_\_\_\_

A handwritten signature in black ink, appearing to be 'B. Besanko', written over a horizontal line.

Bruce H. Besanko  
Executive Vice President  
and Chief Financial Officer